

EXHIBIT 4



October 5, 2017

Mr. Brent Richardson
 Chief Executive Officer
 Dream Center Education Holdings, LLC
 7135 East Camelback Road
 Phoenix, Arizona 85251

Re: Preacquisition Review of the Proposed Change in Ownership and Conversion to Nonprofit Status:

Argosy University (02179900)
 South University (01303900)
 Miami International University of Art & Design (00887800)
 The Art Institute of Houston (02117100)
 The Art Institute of Atlanta (00927000)
 The Art Institute of Seattle (02291300)
 The Art Institute of Portland (00781900)
 The Art Institute of Fort Lauderdale (01019500)
 The Art Institute of Phoenix (04051300)
 The Art Institute of Colorado (02078900)
 The Illinois Institute of Art (01258400)
 The Art Institute of Pittsburgh (00747000)
 The Art Institute of Philadelphia (00835000)

Dear Mr. Richardson:

On October 4, 2017, following discussions with the ARPA Parties and their counsel, the Department issued a letter supplementing the September 12, 2017 Preacquisition Response¹ (“Supplement”). The Supplement addressed EDMC’s ACICS Institutions, and the Letter of Credit (“LOC”) requirement set forth in the Preacquisition Response. This letter is intended to provide DC ED Holdings with the Department’s response to the ARPA Parties’ request that the Department reconsider its calculation of the LOC set forth in the Supplement.

The Department’s determinations set forth in this amendment to the Supplement are not binding on the Department, and may be modified as a result of the Department’s final review of the CIO and conversion to nonprofit status. This letter is an amendment to the Supplement, but does not

¹ See the Preacquisition Response, the Amended and Restated Purchase Agreement (“ARPA”), and the Supplement for capitalized terms that are not specifically defined in this amended letter.

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replace the requirements for participation set forth in the Preacquisition Response or the Supplement, except as specifically addressed or modified in this amendment.

The LOC calculations set forth in the Supplement were based on 10% of Title IV funding for the 2016-2017 award year for the group of EDMC-owned institutions—and all of their additional locations—that are part of the proposed CIO. EDMC has asked the Department to reconsider its calculation of the LOC amounts, and to exclude from the LOC calculations the amounts of Title IV funding disbursed to students attending EDMC locations that have recently been sold (to a party other than DC ED Holdings/DCF), and also to exclude the amounts of Title IV funding disbursed to students attending locations that will be closed and are not being conveyed to DC ED Holdings/DCF (*i.e.*, the locations that have been redesignated as additional locations of The Art Institutes International of Minnesota). The locations excluded from the pending transaction are collectively referred to herein as the “Non-DCF Institutions.” The Department has agreed to do so, but will require EDMC to continue to maintain a sufficient LOC to satisfy any closed school loan discharges resulting from its closure of the Non-DCF Institutions.

Amended LOC Requirement

The Department is currently holding LOCs in the amount of \$194,040,141 (BNP Paribas LOC# 04141402 - \$22,967,981.50; BNP Paribas LOC# 04141468 - \$102,168,215; and Bank of America LOC# 68073794 - \$68,903,944.50) that were posted by EDMC (“EDMC LOCs”). The LOCs expire on May 31, 2018.

1. The Department will continue to hold 100% of the EDMC LOCs until the First CIO Closing;
2. Following the First CIO Closing, and until a substitute LOC is posted by DC ED Holdings/DCF, the Department will continue to hold the EDMC LOCs on behalf of the Institutions under their new ownership, in the amount of \$92,624,329. This amount is equal to 10% of the schools’ (including the additional locations of those schools which are part of the CIO) Title IV funding for the 2016-2017 award year referenced on the first page of this letter (“DCF Institutions/Additional Locations”);
3. Following the First CIO Closing, the Department will continue to hold a portion of the EDMC LOCs on behalf of the Non-DCF Institutions, to provide for payment of any amounts owed to the Department, including for any closed school loan discharges (“Non-DCF LOC Amount”). The Non-DCF LOC Amount is \$14,884,804, and the Department will continue to hold the Non-DCF LOC Amount until after the Non-DCF Institutions have been closed for two years and the final audits for these institutions are completed. The Department reserves the right to re-evaluate the Non-DCF LOC Amount once the locations are closed;
4. Following the First CIO Closing, EDMC or DC ED Holdings/DCF can modify the LOCs or submit a new LOC, so long as the total amount of LOCs on file for the DCF Institutions/Additional Locations and the Non-DCF Institutions is at least \$107,509,133. If the LOCs on file are modified, then EDMC and DC ED Holdings/DCF must provide

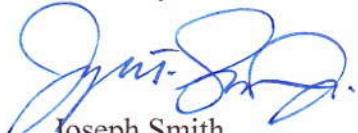
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written confirmation and acknowledgement that the entire amount of the LOCs on file can be used to cover any liabilities for all institutions currently covered under the LOCs regardless of ownership;

5. No later than May 1, 2018, the expiration dates of the LOC(s) on file must be extended, or new LOC(s) must be provided, which extend surety for the required amounts until May 31, 2019;
6. If DC ED Holdings/DCF or EDMC fails to post and/or extend the LOC(s) as required by paragraph 5 by May 1, 2018, the Department will draw down on the LOC(s) on file in the amounts described in paragraphs 2, 3, and 4 above; and
7. The LOC requirement may be increased when the Department reviews the same day balance sheet submitted as part of the CIO.

If you have any questions, please contact Meghan Coyle at Meghan.Coyle@ed.gov.

Sincerely,



Joseph Smith
Compliance Manager

cc: Richard Them, Senior Vice President – Student Finance and Compliance, EDMC
[\(rthem@edmc.edu\)](mailto:rthem@edmc.edu)